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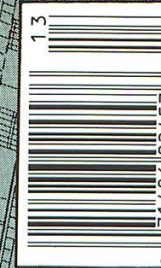
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INTRODUCING
THE FEMME
FATALES!



NEW YORK'S NEUROTIC SUPER HERO!

The AMAZING SPIDER-MAN

FEMALE TROUBLE!



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MISSION: IMPOSSIBLE™



NEED WE SAY MORE?

Ultra® dares you to defy the impossible. But if you accept, be forewarned. You and your trio of Impossible Mission Force agents will infiltrate a six level maze of unthinkable danger. A fortress of international evil designed to sap every ounce of your brains and brawn. At each turn you must fend off snipers and fire bomb maniacs. Elude spy cameras and robot sentries. Escape from countless enemies in hot pursuit. All in your desperate search for booby-trapped clues, secret ID cards and life-saving switches.

And why? Because the worldwide terrors known as the Sinister Seven have kidnapped Dr. "O," his nuclear military defense system and IMF



agent Shannon Reed, and now they threaten to wreak planetary chaos.

Luckily, your agents are well schooled in the art of espionage and possess their own favored firepower, from rifles to remote control cluster bombs. But that's no guarantee you'll make it past brutes like Slash Stiletto, Blitz Blizzardski and the Iron Claw. If by chance you do, there's always the hyper speed-boat chases through Venice, hand grenade ski runs down the Swiss Alps, and prison camps in the Pyrenees mountains.

Remember, should you choose to accept this mission and fail, you, your Nintendo®, and the world will self-destruct in five seconds.

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee
PRESENTS:

THE AMAZING SPIDER-MAN®

THE HERO SUBTRACTOR



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WRITER

ERIK
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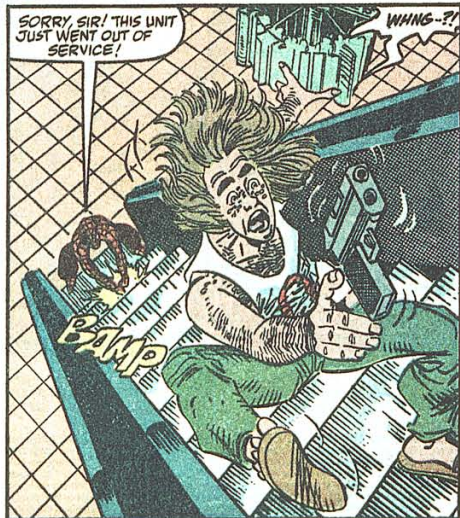
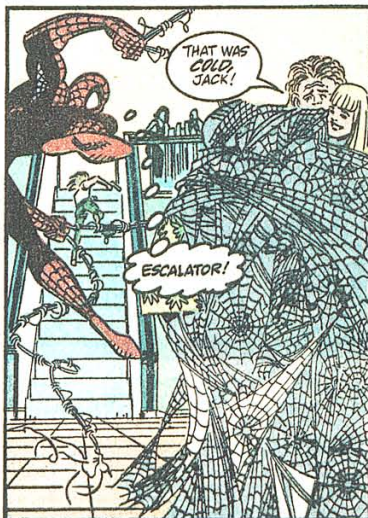
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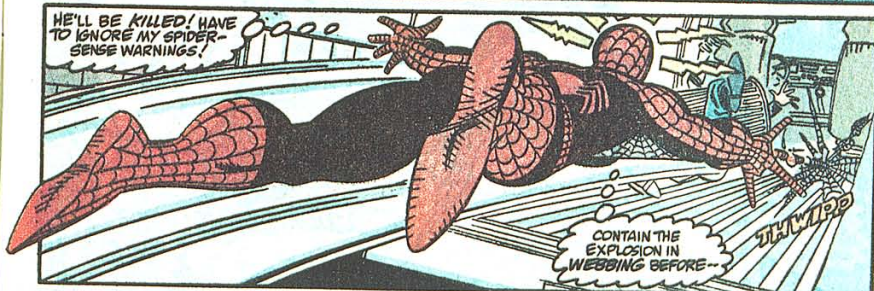
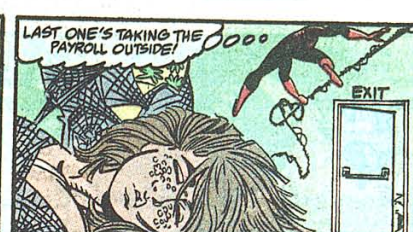
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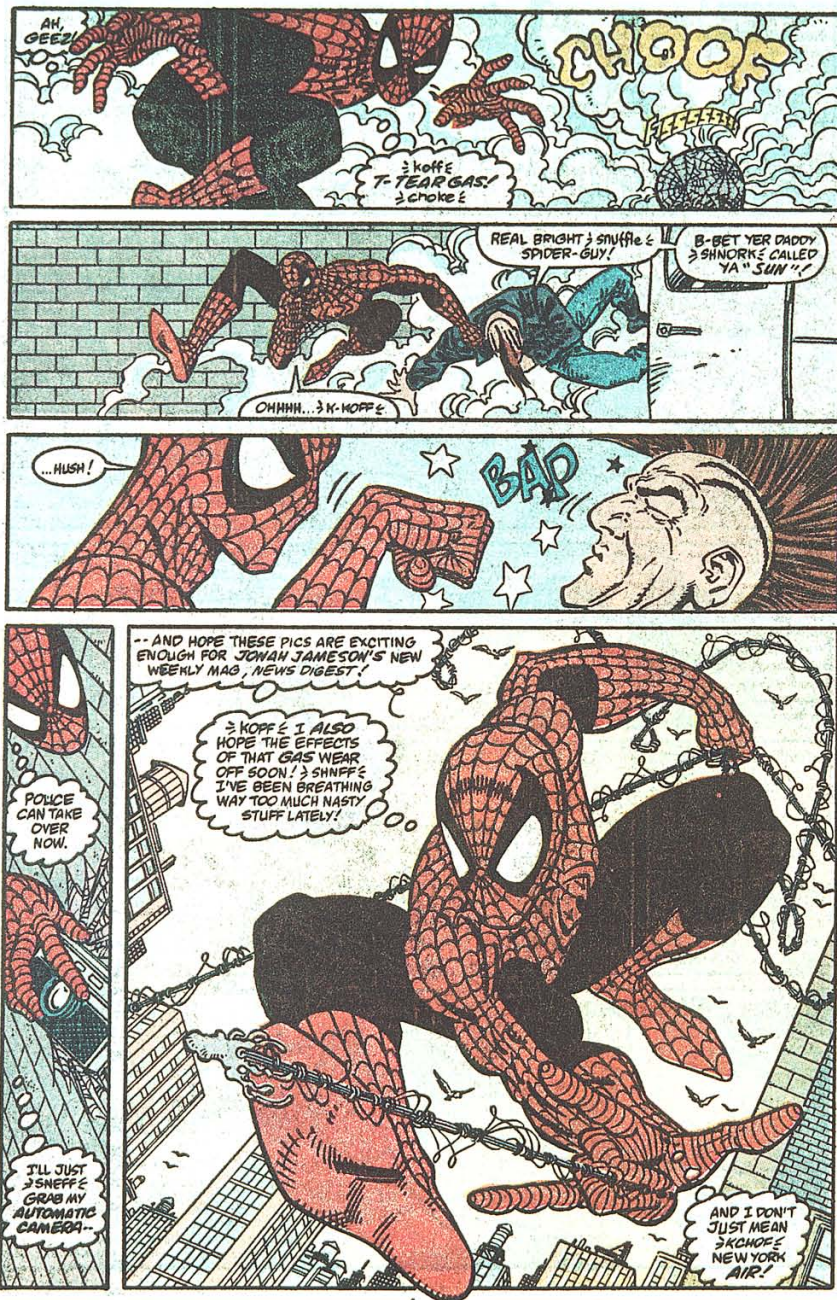
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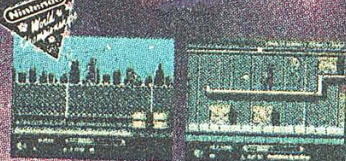
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- Extraordinary international terrorists.
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Rated 4 out of 5 for graphics and sound, challenge and theme/fun on the Power Player Meter.
Nintendo Power, March/April 1996

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THOSE CHEMICALS THE
HOBGoblin SPRAYED IN
MY FACE A FEW DAYS AGO*
3NOT! PREVENT ME FROM
EVER TAKING COCAINE--
A STUPID HABIT I HADN'T
PLANNED ON DEVELOPING
ANYWAY 3SHUFF



BUT THE RADIOACTIVE
SPIDER BITE THAT
GAVE ME MY POWERS
ALTERED MY BLOOD,
AND I'M WORRIED THAT
CHEMICAL AGENTS COULD
HAVE EFFECTS ON ME
THAT THEY WOULDN'T
HAVE ON SOMEONE
ELSE!

JUST ME,
MARY JANE!



HOPE WE'VE GOT
SOME "VISINE".

I LOOK LIKE I STAYED
UP ALL NIGHT CRAMMING
FOR FINALS!



3SHUFF
MAKE THAT ALL
WEEK!

FINISHED YOUR
SHOWER,
PETER?



AUNT
MAY WANTS
TO SEE YOU!

OH.

I THOUGHT YOU SAID AUNT
MAY WAS VISITING, M.J.
WHAT'S MADONNA
DOING HERE?



OH, PETER!
YOU'RE--

*IN AMAZING SPIDER-MAN
#338--JIM

How Columbus Discovered Honey Nut Cheerios



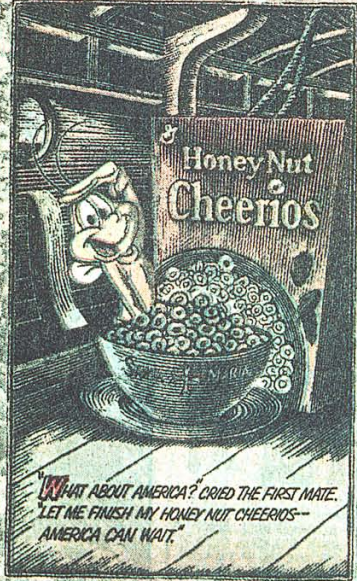
IN FOURTEEN HUNDRED AND NINETY-TWO,
COLUMBUS SAILED THE OCEAN BLUE,
SEEKING A ROUTE TO FAR-WAY LANDS.
UNTIL A CERTAIN BEE CHANGED
ALL OF HIS PLANS.



THE BEE CAME UP TO COLUMBUS THE STORY GOES,
OFFERING HIM A TASTE OF HONEY NUT CHEERIOS.
"GOLDEN HONEY AND CRUNCHY NUTS SOUND YUMMY?"
ASKED THE BEE.
"COLUMBUS DECLARED, 'HONEY AND NUTS? WOW,
WHAT A GREAT TASTE DISCOVERY!'"



THE HONEY AND NUT TASTE WAS
SUCH A DELICIOUS DISTRACTION,
HE SAILED ROUND AND ROUND
IN NO CERTAIN DIRECTION.



"WHAT ABOUT AMERICA?" CRIED THE FIRST MATE.
"LET ME FINISH MY HONEY NUT CHEERIOS--
AMERICA CAN WAIT."



-- YOUR EYES!
THEY'RE SO RED!
WHAT'S WRONG?



OH, UM, IT'S JUST A
COLD. Δ SHUFFLE NO
BIG DEAL.

YOU GET ON
THAT PHONE AND
CALL A DOCTOR
RIGHT NOW,
PETER PARKER!

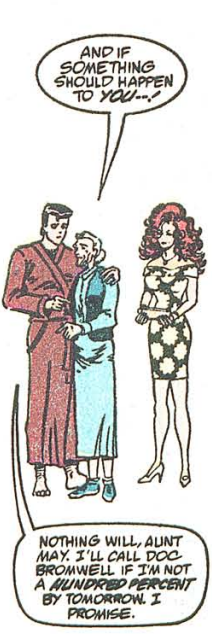


DO YOU HEAR ME?
THIS INSTANT!

EASY, AUNT
MAY! IT'S
JUST A COLD!



I... I'M SORRY, PETER.
IT'S JUST THAT, AFTER
LOSING YOUR UNCLE
BEN... AND THEN NATHAN,
YOU'RE ALL I HAVE LEFT.



AND IF
SOMETHING
SHOULD HAPPEN
TO YOU--!

NOTHING WILL, AUNT
MAY. I'LL CALL DOC
BROWNWELL IF I'M NOT
A HUNDRED PERCENT
BY TOMORROW. I
PROMISE.



THANK YOU, DEAR. I'M
JUST BEING SILLY.

YOU
YOUNGSTERS
ENJOY THE
HOMEMADE
CARROT
CAKE I
BROUGHT.

AND CALL ME
TOMORROW TO
TELL ME ALL ABOUT
THE OPERA!



THE OPERA?
 Δ SICK! I FORGOT
ALL ABOUT
THAT.



I DIDN'T. YOUR TUX IS
ON THE BED, MAESTRO!

OH, JOY.
OH, THRILL

OH, NUTS...



NONETHELESS, LATER
ON, AFTER A BEGRUDGED
EVENING OF HIGH CULTURE.

OKAY, SOURPUSS,
WHAT'S THE
MATTER?

JEALOUS
OF THAT
CUTE TENOR?

CAN'T GET
THAT CHEMICAL
SPRAY OFF MY
MIND, M.J.



IT MIGHT
HAVE NO
EFFECT AT
ALL-- BUT
WHAT IF IT
DOES--?

AUNT MAY
IS MORE
DEPENDENT
THAN EVER
ON MY STAYING
HEALTHY.



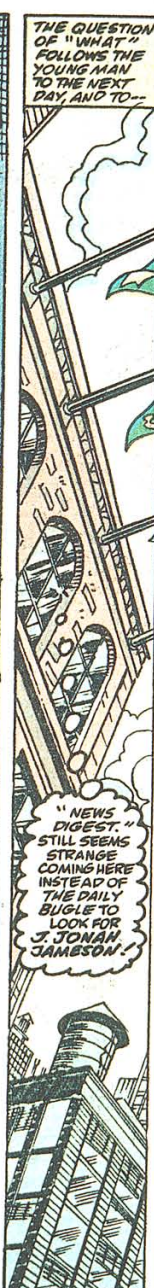
THEN FIND
OUT, ONE
WAY OR
ANOTHER!
SO IT'LL STOP
BOTHERING
AT YOU!

YOU'RE A
RESEARCH
ASSISTANT
AT EMPIRE
STATE
UNIVERSITY--
CAN'T YOU
RUN SOME
EXPERI-
MENTS?



BIOLOGY ISN'T
MY SPECIALTY
SWEETHEART,
BUT... YOU'RE
RIGHT.

I'VE GOT TO
DO SOME-
THINGS.

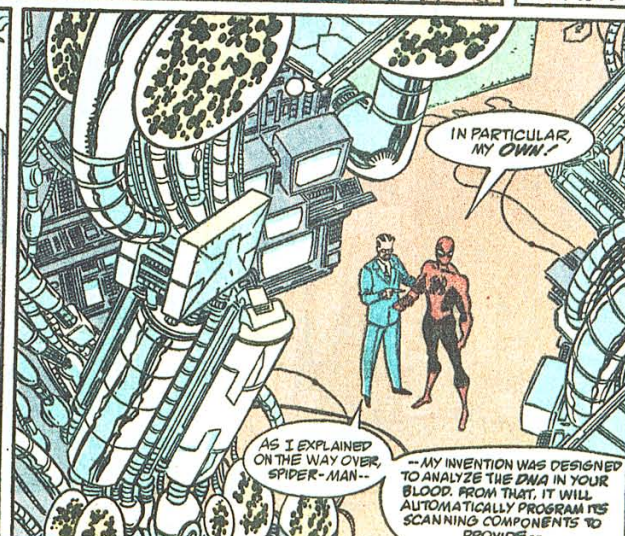
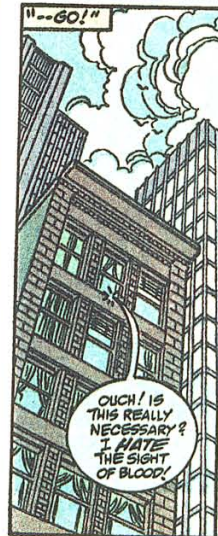
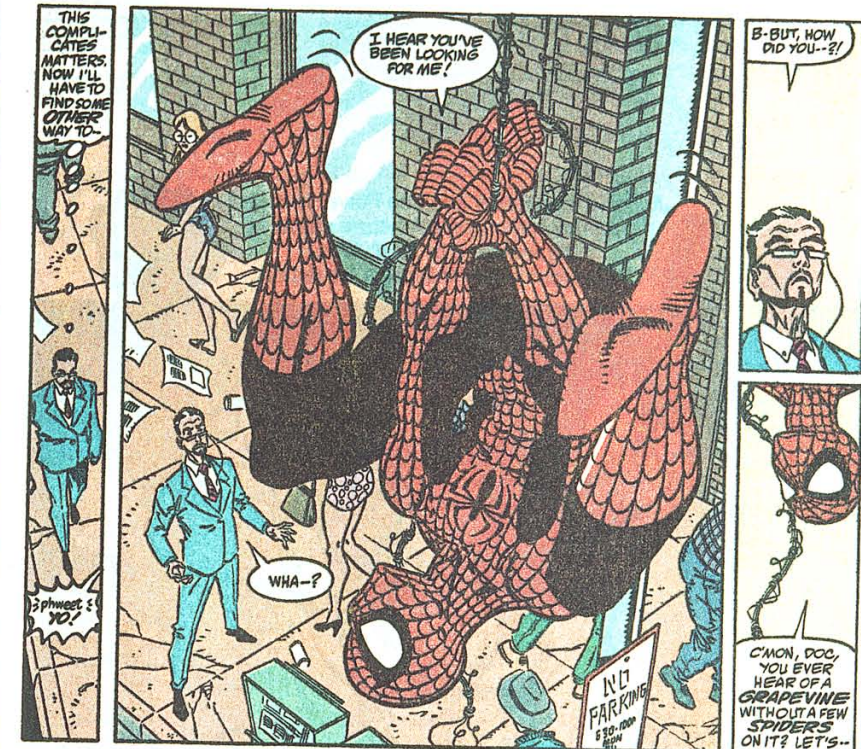
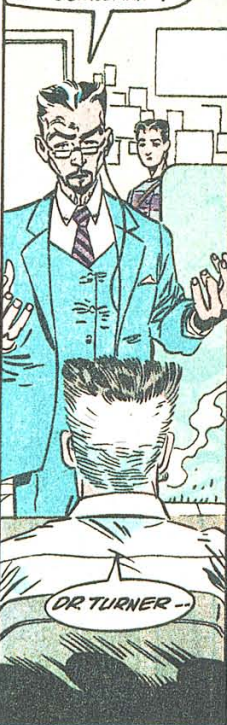


THE QUESTION
OF WHAT
FOLLOWS THE
YOUNG MAN TO
THE NEXT
DAY, AND TO--

"NEWS
DIGEST."
STILL SEEMS
STRANGE
COMING HERE
INSTEAD OF
THE DAILY
BUGLE TO
LOOK FOR
J. JONAH
JAMESON!

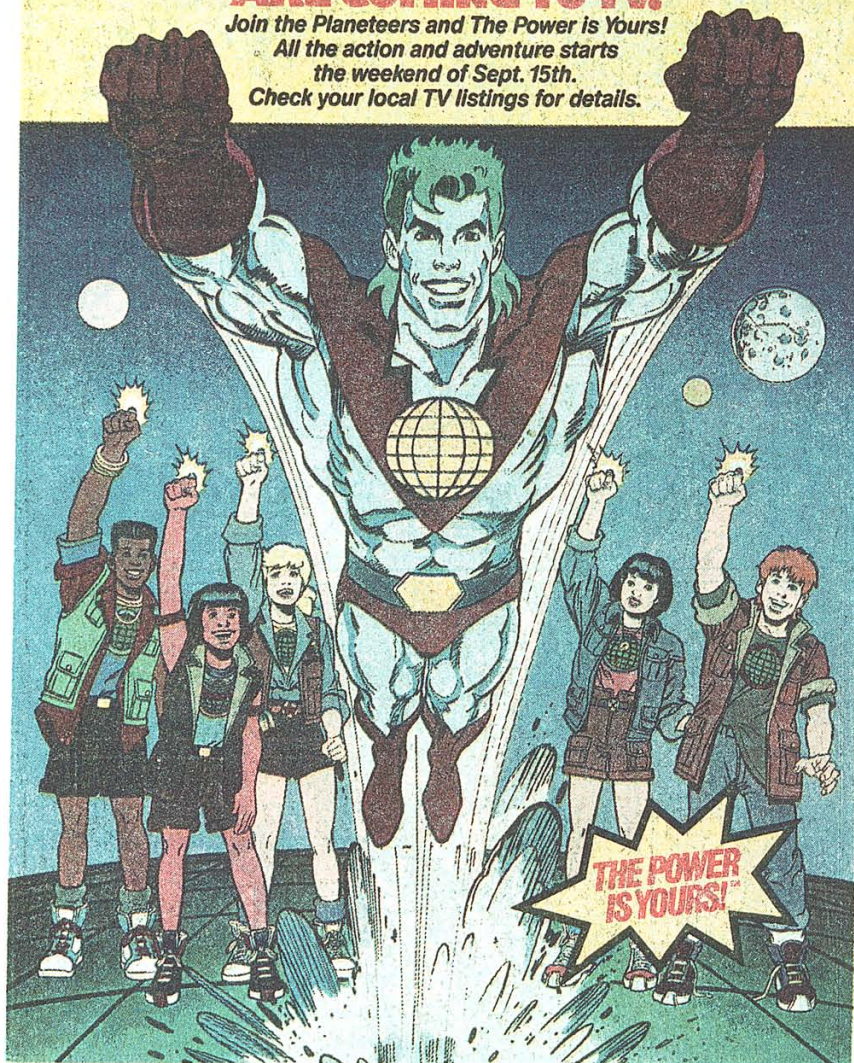


YES, MR. JAMESON. IF MY NEW INVENTION CAN ANALYZE HIS POWERS AS I HOPE, IMMENSE GOOD COULD BE DONE FOR HUMANITY! AND SINCE YOUR PUBLICATIONS HAVE PRINTED SO MANY PICTURES OF THE GENTLEMAN--!



BAD GUYS BEWARE! CAPTAIN PLANET AND THE PLANETEERS™ ARE COMING TO TV.

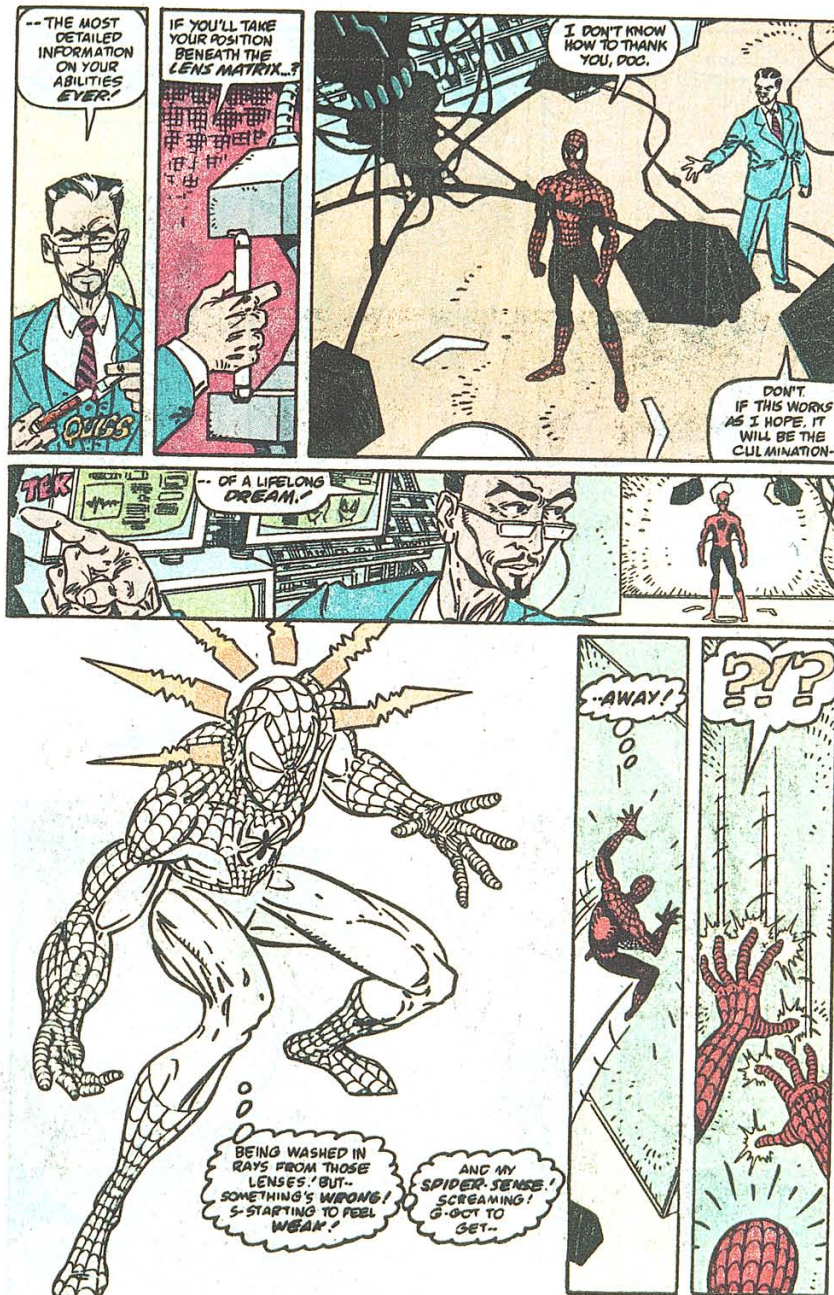
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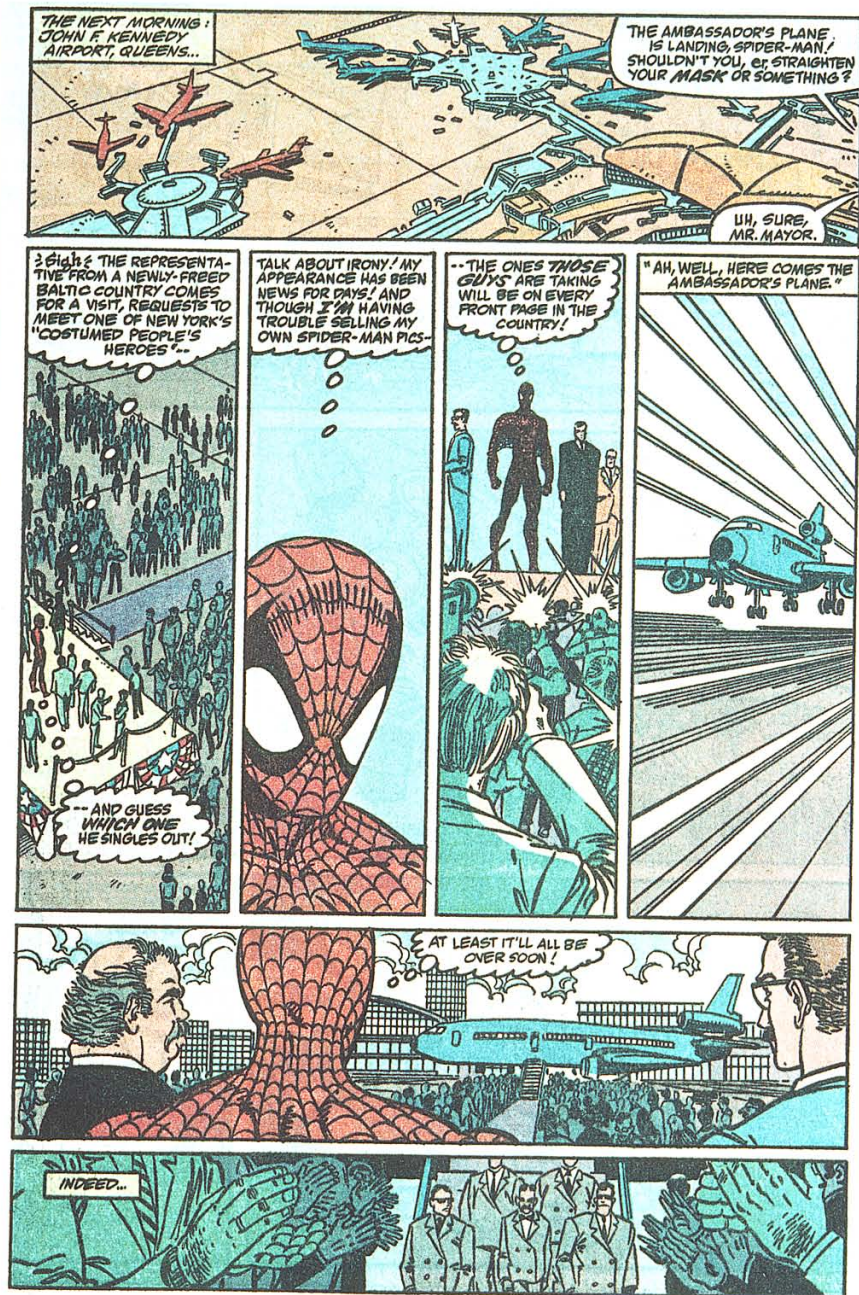
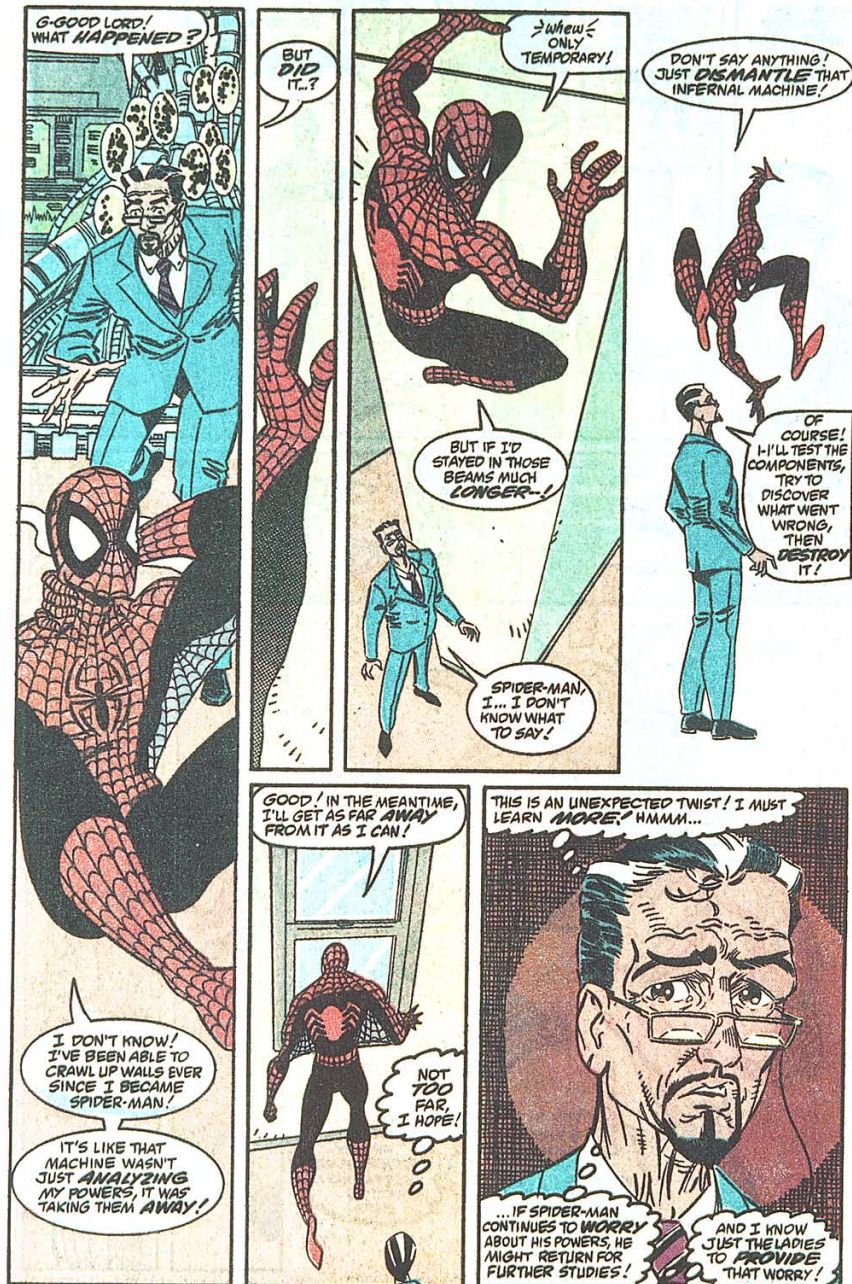


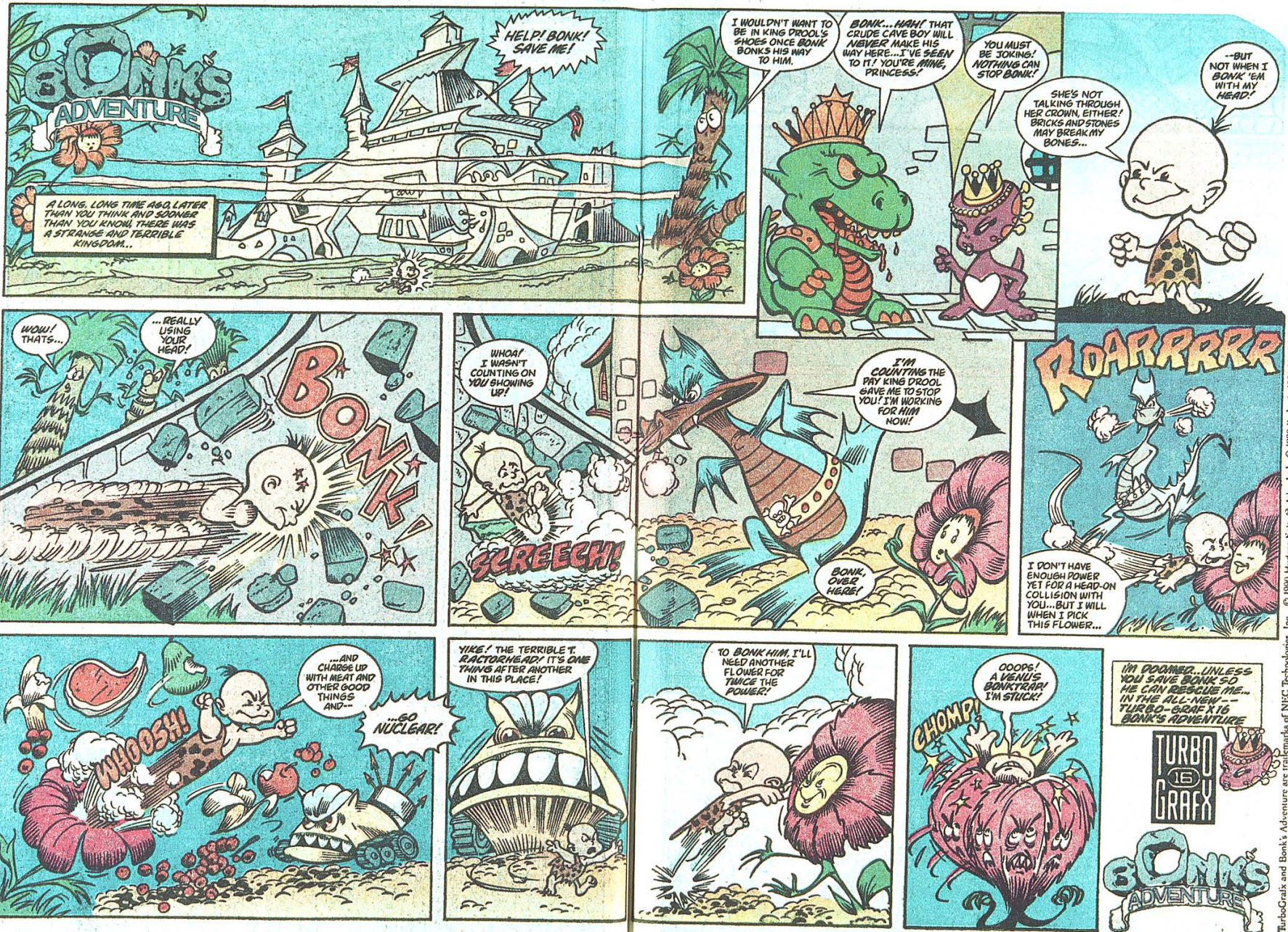
THE POWER
IS YOURS!

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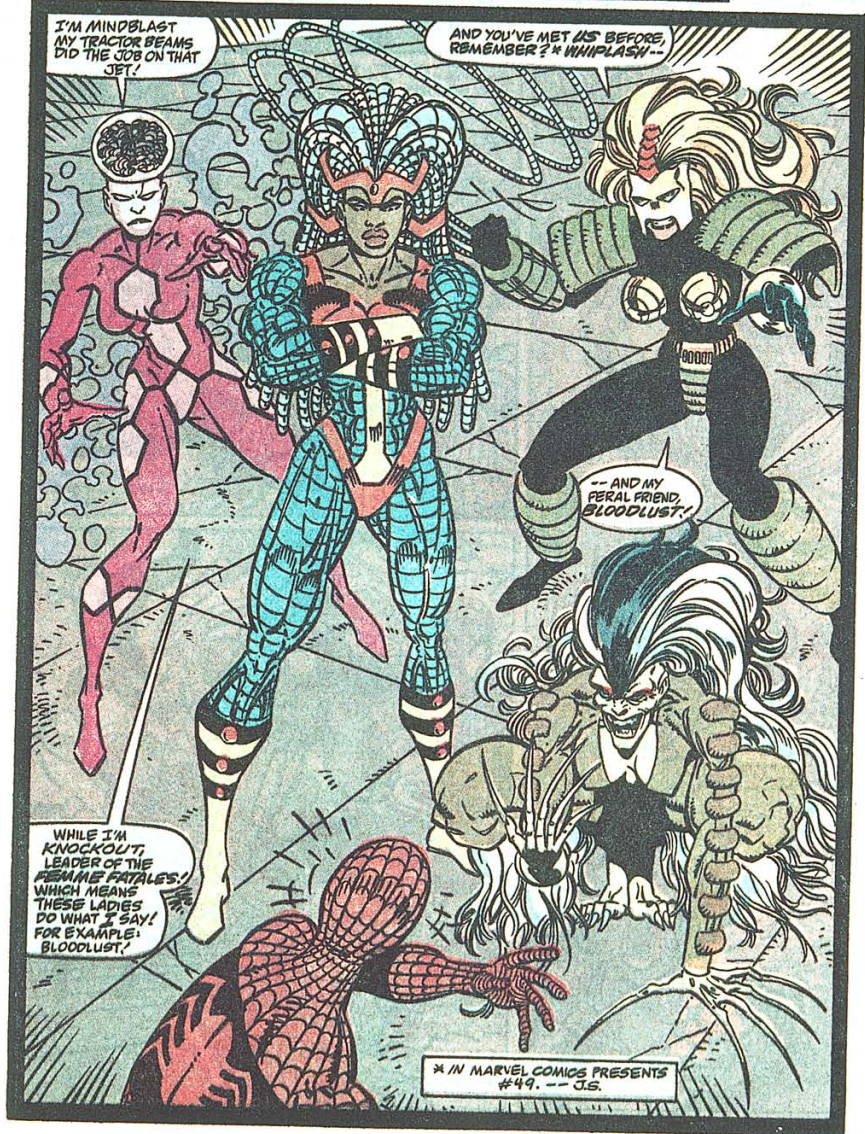
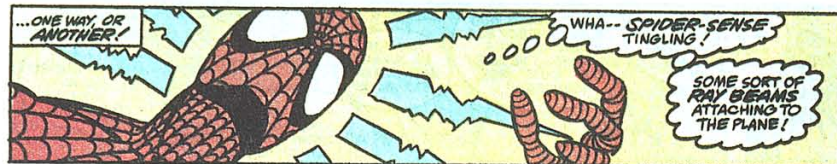
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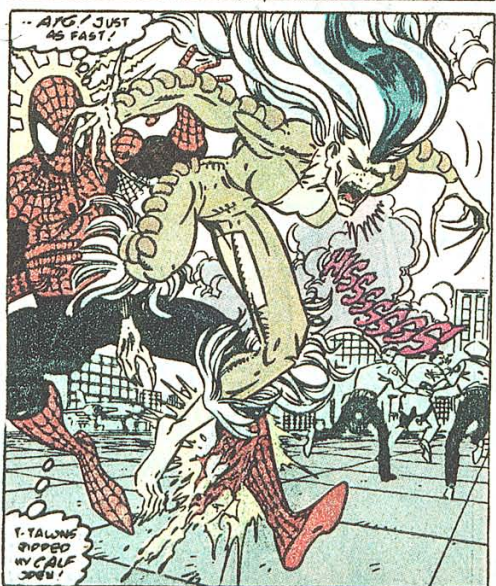
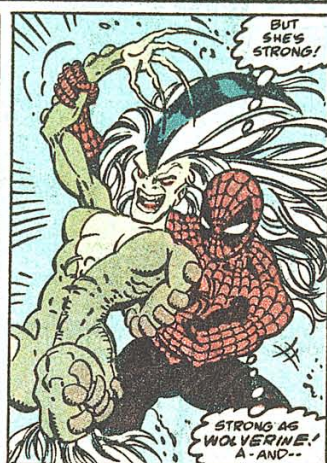
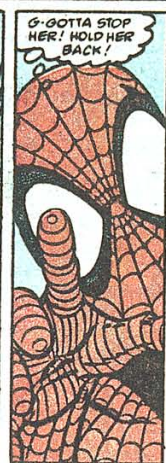
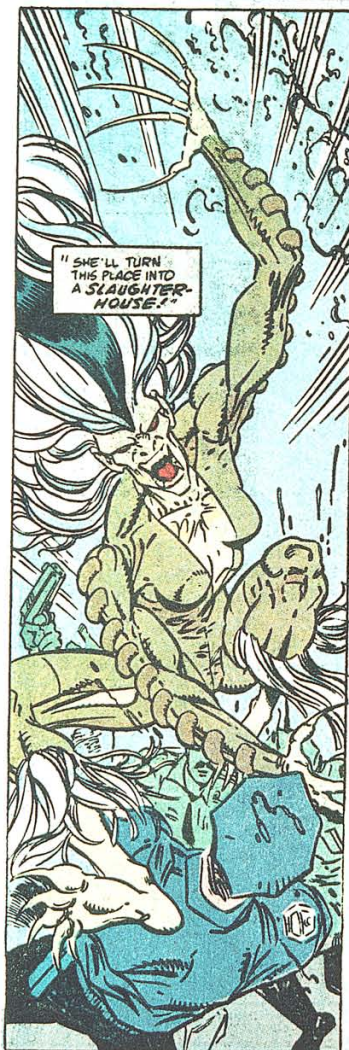
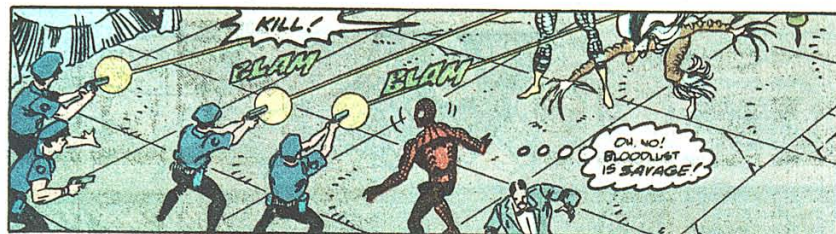






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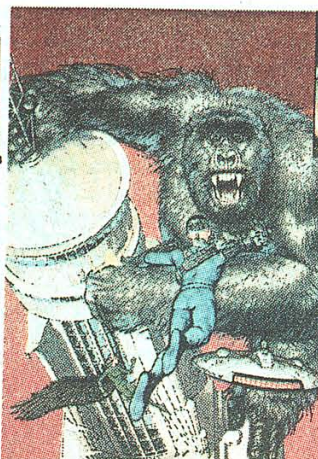
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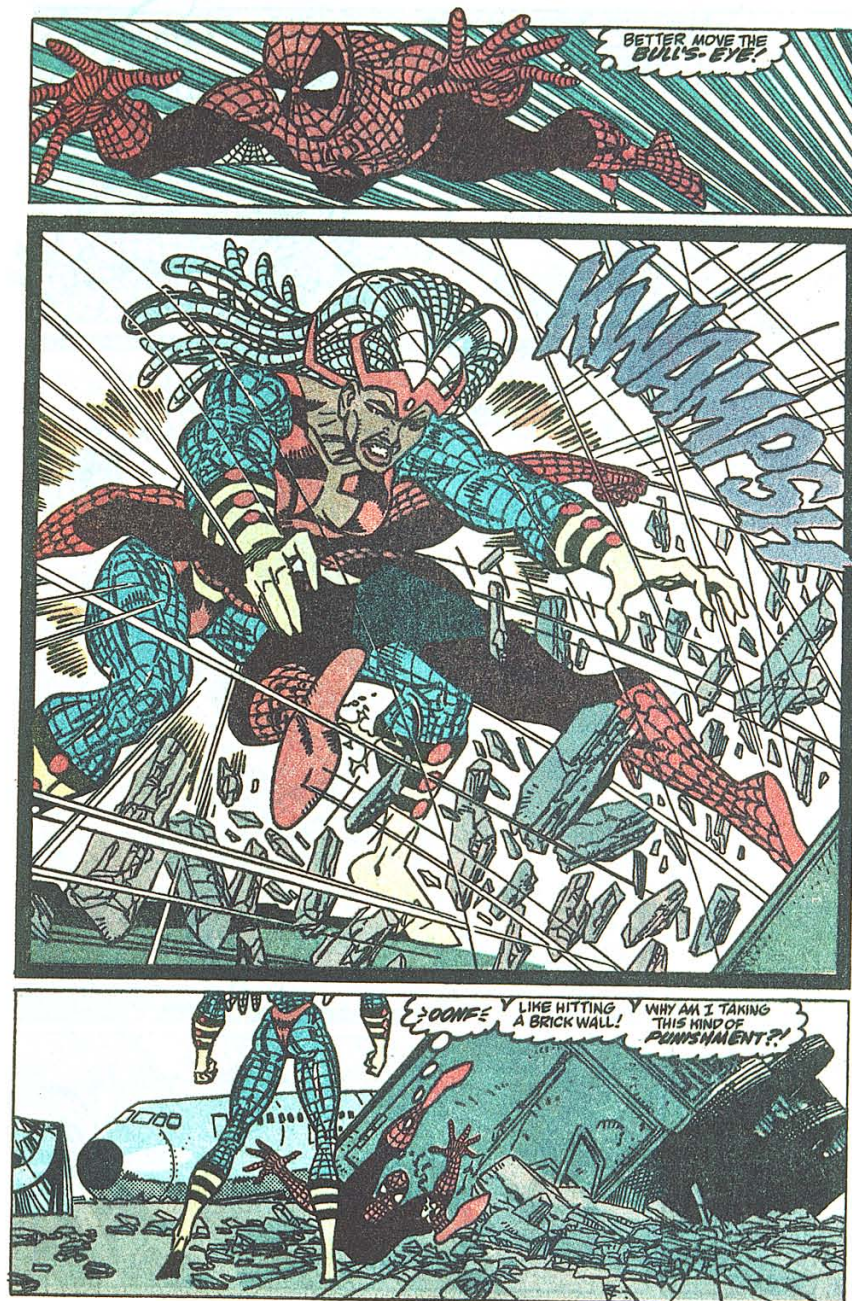
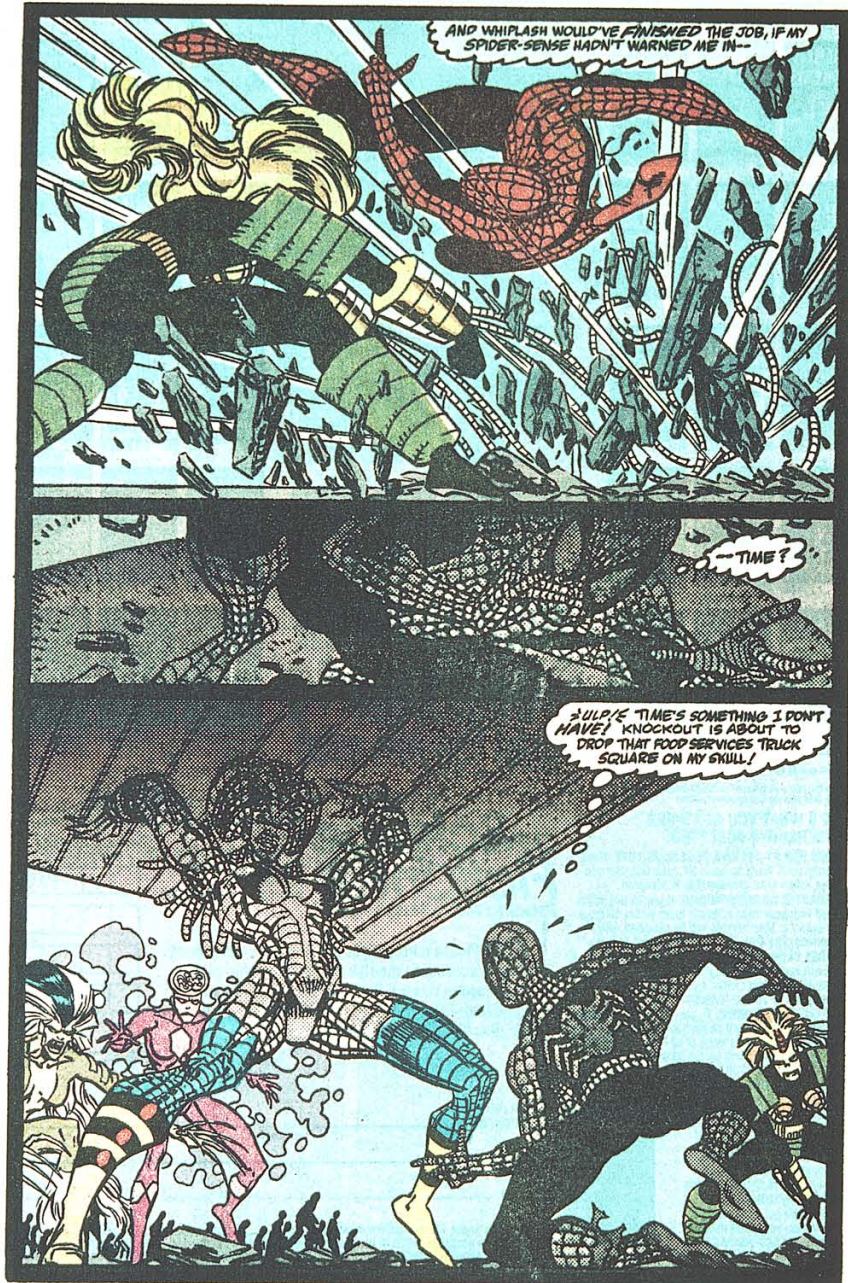
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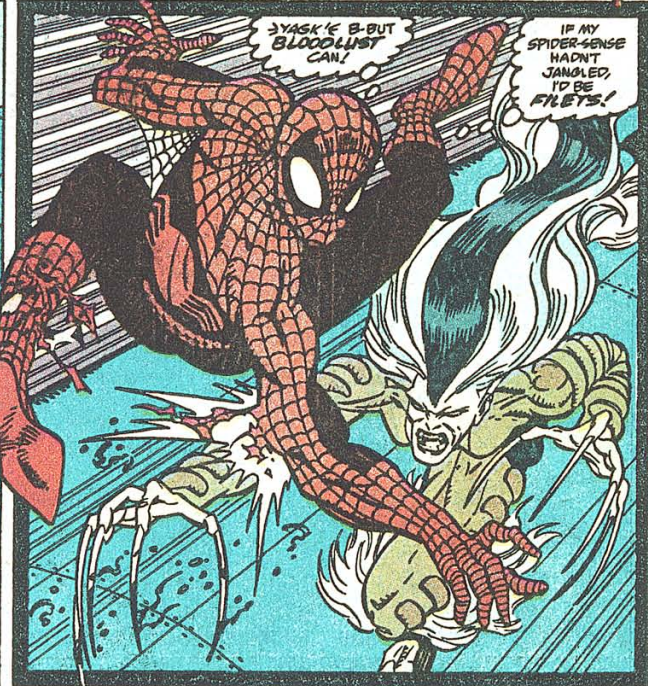
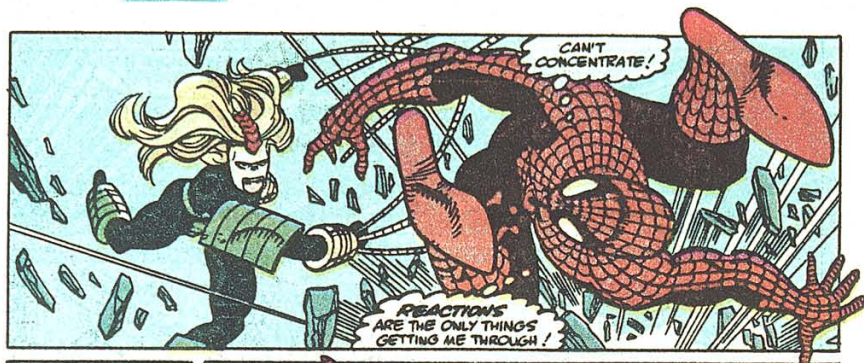
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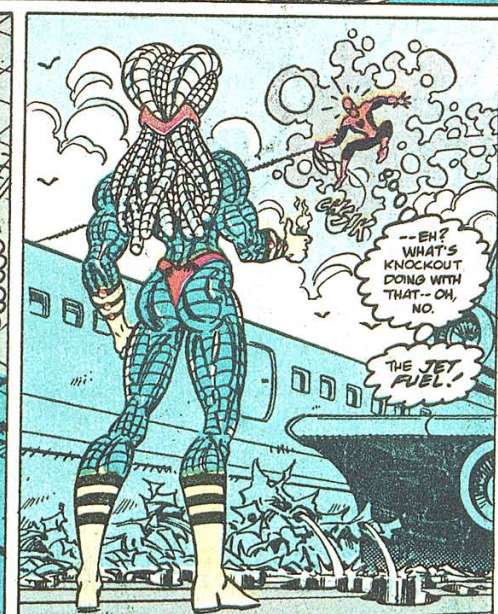
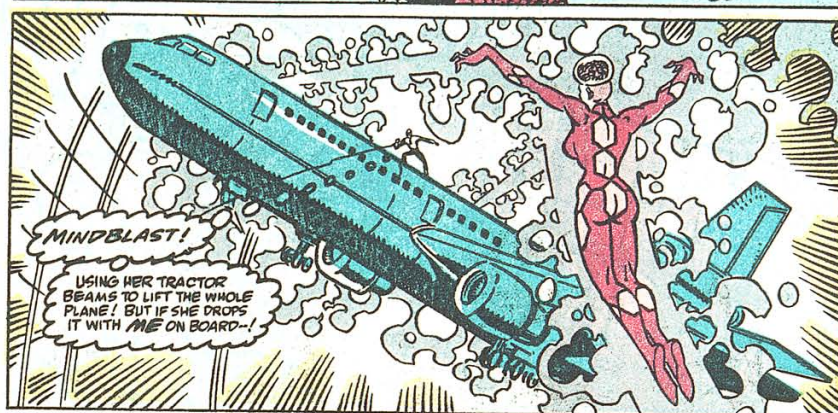
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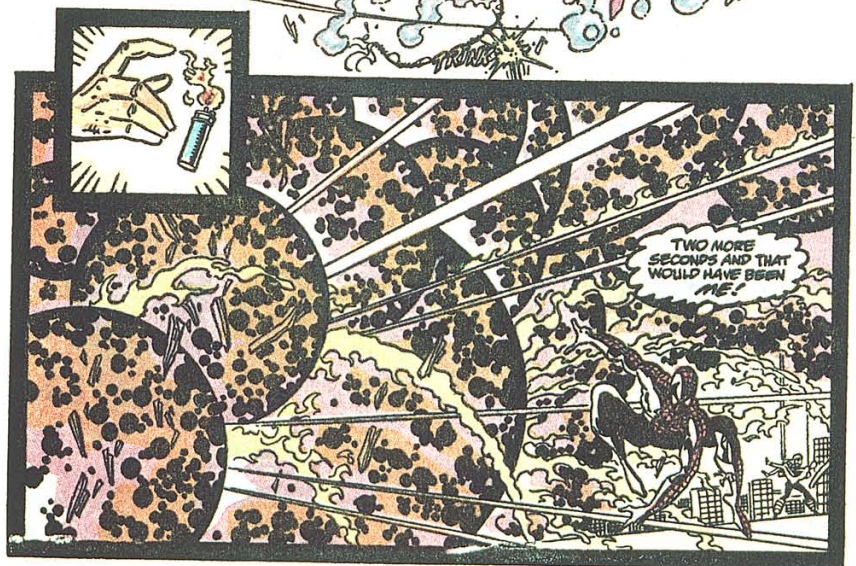
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SPIDEY ACTION!
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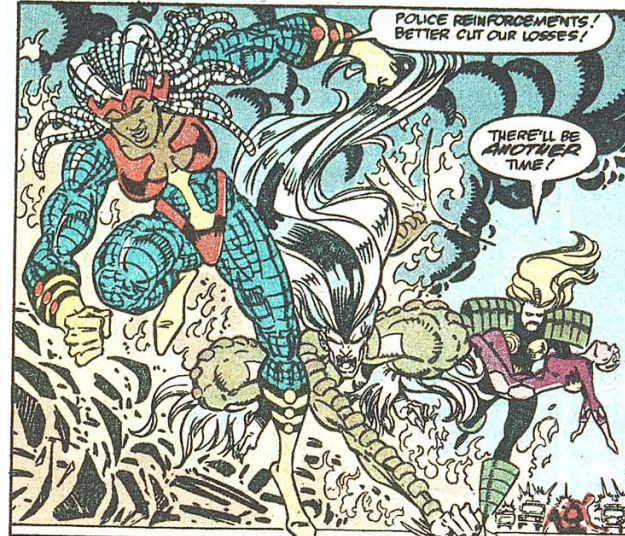
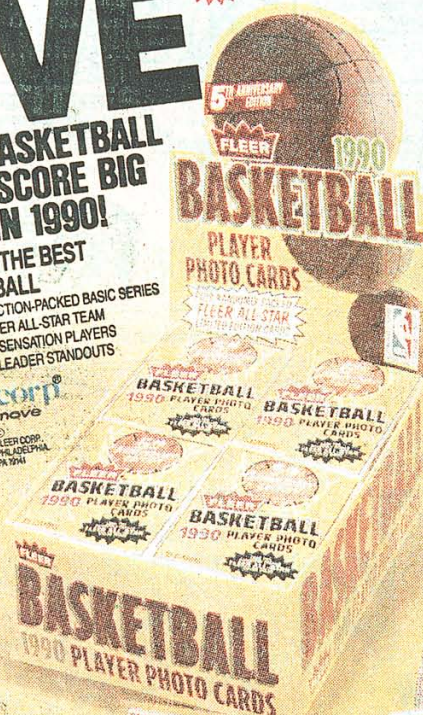
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HE NEEDS HER, IN EVERY NUANCE OF THE WORD, AND TO HAVE HER HERE NOW, SHARING HIS FEARS AND MISGIVINGS, MEANS MORE THAN ANY PHRASE THE POETS COULD DREAM.



HE LISTENS TO HER THOUGHTS, HER OFFERINGS, THEY GIVE SHAPE TO THE ILLUSIVE PUZZLE, LEND LIGHT TO THE SHADOWY GRAY OF POSSIBLE SOLUTIONS.



-- MUST BE HIS ALONE.



AND YET, EVEN AS THE NEARBY HOURS OF EVENING PASS IN GENTLE COMMUNION, THEY BOTH KNOW THAT, ULTIMATELY, THE DECISION--

MORNING: DR. TURNER'S LABORATORY.



SPIDER-MAN!

I'M GLAD YOU'VE RETURNED! I HAVE SOME TESTS--!



NO TESTS. JUST TURN THAT MACHINE ON. I'M GOING TO STAND IN ITS BEAM FOR AS LONG AS I CAN TAKE IT!

WHA--? B-BUT, WHY--?!

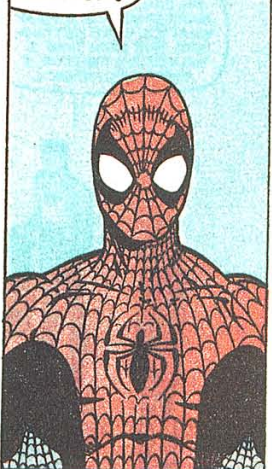
I'M THROUGH BEING SPIDER-MAN, DOC!

I WANT YOU TO USE YOUR MACHINE TO REMOVE MY POWERS!



COMPLETELY!

FOREVER!



THE SPIDER'S WEB

% MARVEL COMICS GROUP
387 Park Avenue South
New York, New York 10016

JIM SALICRUP
ARACHNER
DAN CUDDY
ASSISTANT EDITOR

Attention correspondents: All letters considered for publication must include your name and address, though we will withhold that information upon request.

Dear Spider-Writers,
You goofed! You broke one of the super hero unwritten codes. I am referring, of course, to Spider-Man's unethical behavior to private property. On Pages 8, 9, and 11, you have Spider-Man and Stix battling in a man's private garden. No problem. He clearly states, "Look, pal, I happen to be fighting for my life here!"
But when the light is over and the danger gone, the man is upset that what he considers his family is gone. Spider-Man, instead of trying to console him, just said "manure."
It seems that Venom has more respect for innocents than Spidey. Big mistake! Venom is a villain, respect for others is usually non-existent. Don't get me wrong. I like the fact that Venom does not want to involve anyone in his battle with the wall-crawler. But it's just bad taste to have a villain have more respect for others than the hero.
I enjoy ASM, and I look forward to the next issue. But keep Spidey considerate to property. Isn't that what he's trying to protect?

Michael J. Welsh
219 East 5th
Hastings, NE 68901

Sure, Michael, Spidey always tries to protect property—that is, unless he's trying to protect himself! As for your comment about Venom having more respect for innocents than Spidey, we just have one thing to say—"Manure!"

Dear Spider's Web,
I have noticed a column of five boxes at the top of all three Spidey titles. It is on the cover and each box has a picture of minor characters from the book. I think this is very tacky and could take away from an otherwise good-looking cover. Why have you been doing this? Congratulations on ASM #332. Great job! I'm glad Venom is back.

Graham Harrell
(Address withheld by request)

Those boxes, Graham, are there to allow cover space to characters that don't necessarily warrant full-cover treatment. What do the rest of you think? Should the boxes stay or go?

Dear Jim and Dan,
It's good to see that somebody other than Todd can draw Venom well. Erik did an excellent job on the character, especially the torn edges of Venom's eyes. Speaking of eyes, Erik also likes to play with the eyes on Spidey's mask, which allows for more expression. This has been done before (notably by John Byrne and Ed Hannigan) but not as effectively.
Two other points on this issue:
First, the dialogue in the Spidey books (especially this one) is far too cluttered with old plot synopses. I appreciate that you have to introduce characters, motivations, and situations to newer readers, but nobody thinks plot breakdowns like Spidey does. I'd prefer to see the synopsizing done at the beginning of the book, with a small box introducing all the characters etc. to newer readers.
Second, it's old and complaint, but please don't use death to sell comics. "Next issue: Someone dies! Makes me want to... run out and buy a million copies. Or it should. How about, "Next issue: Everybody lives happily ever after!" Sigh, the human condition.
On the future, look at a pattern I've noticed to help show Venom into the big time of Spidey villains: the Burglar (Uncle Ben), Dr. Octopus (Bennett Brant and Captain Stacy), Green Goblin (Gwen Stacy), Venom (Nathan Lubensky).
And finally, the Sinister Six? Ignoring the fact that most of them hate each other, Kraven's dead and the Sandman's reformed. I count two replacements needed. So the original Sinister Six it won't be.
Still, I'm looking forward to it!

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Wrong on two accounts, Rol. Venom didn't kill Nathan and the Sandman did indeed rejoin the Sinister Six. But thanks for your other comments—we'll work on it!

Dear Merry Marvel Men,
A venomous return indeed! AMAZING SPIDER-MAN #332 was stupendous! I shall place it in my bookshelf next to Milton's *Paradise Lost*, and Shakespeare's *Sonnets*, and the rest of the classics.
I would not dream of missing an issue featuring Spidey's most vicious nemesis, but this one did transcend my expectation. The artwork blew me away and the battle was vintage Venom vs. Spider-Man. Even though I believe you would never seriously injure the web-slinger, his violent embroilments with Eddie Brock are always scary (to say the least) because I am never one hundred percent sure Spidey will come out unscathed.
However, I am having a hard time swallowing Aunt May's calm reaction toward the broadcast which exposed Peter's "friend" as an escaped convict and sadistic killer. In keeping with the portrayal of her character, I expected nothing less than a swoon (especially after he showed up at her door).
C'mon, people, we're talking about dear, sweet, fragile Aunt May who once passed out at the sight of a Spider-Man dummy in Peter's bed! Forgive me if I sound overly critical, but someone's gotta keep you guys on your toes.
On another note, Jonathon Caesar's return to these pages failed to excite me since I did not particularly enjoy his introduction last year. I hope his obsession with Mary Jane will cease quite soon.
I can't wait until the fight between Venom and Spider-Man resumes since his most recent appearance outside this book (in QUASAR #6) was much too brief for my taste. Thanks for a splendid comic and until Blob stops stuffing his face, Make Mine Marvel!

Ariel Carmona, Jr.
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Did you enjoy our resolution to the Jonathon Caesar affair last issue, Ariel? Let's hope so, even though it looks as though someone else has already filled his shoes.

To whomever cares over there,
I have a question about Venom from issue #332. The alien costume has always been portrayed as a parasite that only takes and never gives.
In the issues of AMAZING SPIDER-MAN when Peter wore the black costume, he felt weak and his body was under its control. In a recent issue of WHAT IF—? the creature grafted itself on three heroes. With each case, the hero was physically drained. Peter's body was degenerated to that of an elderly man. All power was transferred from the Hulk into Banner. A god, Thor, experienced great pain when it tried to graft itself to him.
Why does Brock seem to only benefit from the alien? There are never scenes of it animating Brock's body when he is asleep. Frequently, Brock has said that the alien is the real power behind Venom. I can't understand why it increases when it should be taking strength from him when he isn't fighting it still doesn't make sense. The alien took only a few months to drain all strength from Peter in WHAT IF—? Since Brock isn't naturally super-powered, the creature should have killed him by now. I think.
Issue #332 was a great issue! Keep up the great work. Until MJ leaves Pete for Nick Katzenberg, Make Mine Marvel!

Marc DiPaolo
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Always keep one thing in mind, Marc—the stories in WHAT IF—? are alternate realities. The alien costume in the tale you are referring to was explained as a parasite, but the one in this reality is a symbiote (as Reed Richards explained way back in issue #258). A symbiote shares a symbiotic relationship with its host, taking only what it needs and giving something back in return. Also, re-read THE SAGA OF THE ALIEN COSTUME, and you'll be surprised to learn that the alien costume actually fueled Spider-Man with extra strength on numerous occasions. Also remember that Brock understands the nature of his relationship with the symbiote—Spidey never did.

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